

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:  
BIG LOTS, INC., *et al.*,  
Debtors.<sup>1</sup>

Chapter 11  
Case No. 24-11967 (JKS)  
(Jointly Administered)  
**Re: D.I. 19, 20 & 556**

**CERTIFICATION OF COUNSEL REGARDING REVISED PROPOSED FINAL  
ORDER UNDER BANKRUPTCY CODE SECTIONS 105, 361, 362, 363, 364, 503, 506,  
507, AND 552, AND BANKRUPTCY RULES 2002, 4001, 6003, 6004, AND 9014 (I)  
AUTHORIZING DEBTORS TO (A) OBTAIN POSTPETITION FINANCING AND (B)  
USE CASH COLLATERAL, (II) GRANTING (A) LIENS AND PROVIDING  
SUPERPRIORITY ADMINISTRATIVE EXPENSE STATUS AND (B) ADEQUATE  
PROTECTION TO PREPETITION SECURED CREDITORS, (III) MODIFYING  
AUTOMATIC STAY, AND (IV) GRANTING RELATED RELIEF**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certifies as follows:

1. On September 9, 2024, the Debtors filed the *Motion of Debtors for Entry of Interim and Final Orders, Pursuant To 11 U.S.C. §§ 105, 361, 362, 363, 364, 503, 506, 507, And 552, (I) Authorizing the Debtors To (A) Obtain Senior Secured Superpriority Post-Petition Financing and (B) use Cash Collateral, (II) Granting Liens and Superpriority Administrative*

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<sup>1</sup> The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

*Expense Claims, (III) Providing Adequate Protection To Prepetition Secured Parties, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief* (D.I. 19) (the “**DIP Motion**”).<sup>2</sup>

2. On October 20, 2024, the Debtors filed the *Notice of Filing of Proposed Final Order Under Bankruptcy Code Sections 105, 361, 362, 363, 364, 503, 506, 507, and 552, and Bankruptcy Rules 2002, 4001, 6003, 6004, and 9014 (I) Authorizing Debtors To (A) Obtain Postpetition Financing and (B) use Cash Collateral, (II) Granting (A) Liens and Providing Superpriority Administrative Expense Status and (B) Adequate Protection to Prepetition Secured Creditors, (III) Modifying Automatic Stay, and (IV) Granting Related Relief* (D.I. 556) (the “**Notice**”). Attached to the Notice was a proposed form of order granting the relief sought in the DIP Motion on a final basis (the “**Proposed Order**”).

3. The Debtors have revised the Proposed Order (the “**Revised Proposed Order**”) to incorporate comments from the Official Committee of Unsecured Creditors (the “**Committee**”), the DIP Agents, counsel for certain landlords represented by Kelley Drye & Warren LLP, Ballard Spahr LLP, Frost Brown Todd LLP, and Allen Matkins Leck Gamble Mallory & Natsis LLP (the “**Landlords**,” and together with the Committee and the DIP Agents, the “**Responding Parties**”), and to reflect statements made on the record at the hearing on October 21, 2024. The Revised Proposed Order is attached hereto as **Exhibit A**.

4. A redline comparing the Revised Proposed Order against the Proposed Order is attached hereto as **Exhibit B**.

5. The Responding parties have confirmed that they have no objection to entry of the Revised Proposed Order.

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<sup>2</sup> Capitalized terms not defined herein have the meanings ascribed to them in the DIP Motion.

WHEREFORE, the Debtors respectfully request entry of the Revised Proposed Order attached hereto as **Exhibit A**.

Dated: October 22, 2024  
Wilmington, Delaware

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*-and-*

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*Proposed Counsel to the Debtors and  
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